



BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

REGULATORY
Guy M. Hicks
General Counsel
01 JUL 19 PM 4 00
615-214 6301
Fax 615 214 7406
EXECUTIVE SECRETARY

July 18, 2001

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and e.spire COMMUNICATIONS, INC.. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*

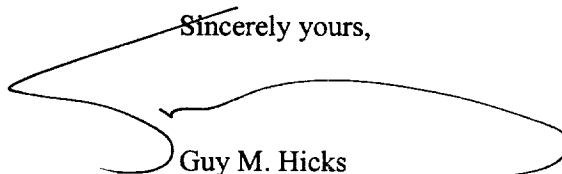
Docket No. 00-00741
21-0635

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, e.spire COMMUNICATIONS, INC. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated July 25, 2000. The Amendment adds "ACSI Local Switched Services, Inc." to Part C of the General Terms and Conditions.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: James C. Falvey, e.spire COMMUNICATIONS, INC.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and e.spire COMMUNICATIONS, INC. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 00-00741-
01-00635

**PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND e.spire COMMUNICATIONS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, e.spire COMMUNICATIONS, INC. ("e.spire") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated July 25, 2000 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, e.spire and BellSouth state the following:

1. e.spire and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to e.spire. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on November 7, 2000.

2. The parties have recently negotiated an Amendment to the Agreement which adds "ACSI Local Switched Services, Inc." to Part C of the General Terms and Conditions. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, e.spire and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and e.spire within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. e.spire and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

e.spire and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 19th day of July, 2001.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

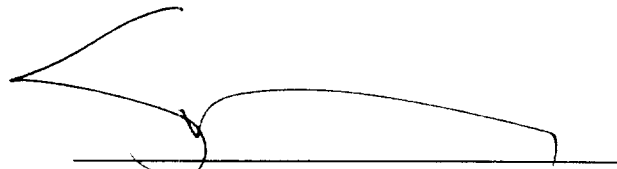
By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 19th day of July, 2001:

James C. Falvey
e.spire COMMUNICATIONS, INC.
Senior Vice President – Regulatory Affairs
Suite 100
131 National Business Parkway
Annapolis Junction, MD 20701



Guy M. Hicks

Amendment to
Agreement between
BellSouth Telecommunications, Inc.
and e.spire Communications, Inc.
dated July 25, 2000

Pursuant to this Amendment (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and e.spire Communications, Inc. ("e.spire"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Interconnection Agreement (the "Agreement") between BellSouth and e.spire dated July 25, 2000.

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BellSouth and e.spire hereby covenant and agree as follows:

1. Part C of the General Terms and Conditions is hereby amended to add "ACSI Local Switched Services, Inc.".
2. All of the other provisions of the Agreement, dated July 25, 2000, shall remain in full force and effect.
3. The Parties agree that either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

By: Pat C. Falvey

Name: Patricia C. Falvey

Title: Managerial Director

Date: 4/27/01

e.spire Communications, Inc.

By: James C. Falvey

Name: James C. Falvey
Title: Regulatory Affairs
Sr. Vice President

Date: April 2, 2001